

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|   |                                |
|---|--------------------------------|
| -----X  |                                |
| <b>In re:</b>                                     | :                              |
|   | :                              |
|   | <b>Chapter 11</b>              |
| <b>SEARS HOLDINGS CORPORATION, <i>et al.</i>,</b> | :                              |
|   | :                              |
|   | <b>Case No. 18-23538 (RDD)</b> |
|   | :                              |
| <b>Debtors.<sup>1</sup></b>                       | :                              |
|   | <b>(Jointly Administered)</b>  |
| -----X  |                                |

**AFFIDAVIT OF SERVICE**

I, Victor Wong, depose and say that I am employed by Prime Clerk LLC ("***Prime Clerk***"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On April 14, 2021, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be delivered via overnight mail to the Chambers of the Honorable Robert D. Drain, Sears Chambers Copy, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, Room 248, White Plains, NY 10601, and the Office of the United States Trustee for Region 2, Attn: Paul Schwartzberg, Richard Morrissey, 201 Varick Street, Suite 1006, New York, NY 10014:

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

- Third Interim Fee Application of Moritt Hock & Hamroff LLP as Special Conflicts Counsel to the Official Committee of Unsecured Creditors for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the period of November 1, 2020 through February 28, 2021 [Docket No. 9408] (the “**MHH Third Fee Application**”)
- Seventh Interim Fee Application of Prime Clerk LLC, as Administrative Agent to the Debtors, for Services Rendered and Reimbursement of Expenses for the period from November 1, 2020 through February 28, 2021 [Docket No. 9409] (the “**Prime Clerk Seventh Interim Fee Application**”)
- Fourth Interim Fee Application of Herrick, Feinstein LLP as Special Conflicts Counsel to the Official Committee of Unsecured Creditors for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the period of November 1, 2020 through February 28, 2021 [Docket No. 9410] (the “**HF Fourth Interim Fee Application**”)
- Notice of *De Minimis* Asset Sale for Vacant Land (Birmingham, AL) [Docket No. 9411] (the “**De Minimis Asset Sale Notice**”)
- Seventh Interim Fee Application of Akin Gump Strauss Hauer & Feld LLP as Counsel to the Official Committee of Unsecured Creditors for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the period of November 1, 2020 through and including February 28, 2021 [Docket No. 9412] (the “**Akin Seventh Interim Fee Application**”)
- Twenty Fifth Monthly Fee Statement of FTI Consulting, Inc. for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Financial Advisor to the Official Committee of Unsecured Creditors for the period from November 1, 2020 through February 28, 2021 [Docket No. 9413] (the “**FTI Twenty Fifth Monthly Fee Statement**”)
- Seventh Interim Application of FTI Consulting, Inc., Financial Advisor to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, *et al.* for Interim Allowance of Compensation and Reimbursement of Expenses for the period from November 1, 2020 through February 28, 2021 [Docket No. 9415] (the “**FTI Seventh Interim Fee Application**”)

On April 14, 2021, at my direction and under my supervision, employees of Prime Clerk caused the MHH Third Fee Application, the Prime Clerk Seventh Interim Fee Application, the HF Fourth Interim Fee Application, the Akin Seventh Interim Fee Application, the FTI Twenty Fifth Monthly Fee Statement, and the FTI Seventh Interim Fee Application to be served by the method set forth on the Fee Application Service List attached hereto as **Exhibit A**.

On April 14, 2021, at my direction and under my supervision, employees of Prime Clerk caused the *De Minimis* Asset Sale Notice to be served by the method set forth on the *De Minimis* Service List attached hereto as **Exhibit B**.

Dated: April 19, 2021

/s/ Victor Wong  
Victor Wong

State of New York  
County of New York

Subscribed and sworn (or affirmed) to me on April 19, 2021, by Victor Wong, proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

/s/ KELSEY LYNNE GORDON  
Notary Public, State of New York  
No. 01GO6405463  
Qualified in Kings County  
Commission Expires March 9, 2024

**Exhibit A**

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## Exhibit A

Fee Application Service List  
Served as set forth below

| NAME  | NOTICE NAME   | ADDRESS 1                          | ADDRESS 2          | CITY               | STATE | POSTAL CODE | EMAIL  | METHOD OF SERVICE          |
|---|---|------------------------------------|--------------------|--------------------|-------|-------------|--|----------------------------|
| Akin Gump Strauss Hauer & Feld LLP                  | Attn: Ira S. Dizengoff, Philip C. Dublin,<br>Abid Qureshi, Sara L. Brauner  |                                    |                    |                    |       |             | idizengoff@akingump.com;<br>pdublin@akingump.com;<br>aqureshi@akingump.com;<br>sbrauner@akingump.com   | Email                      |
| Ballard Spahr LLP                                   | Attn: David L. Pollack, Vincent J. Marriott,<br>III   | 52nd Floor - Mellon Bank<br>Center | 1735 Market Street | Philadelphia       | PA    | 19103       | pollack@ballardspahr.com,<br>marriott@ballardspahr.com   | Email and First Class Mail |
| Ballard Spahr LLP                                   | Attn: Leslie C. Heilman, Matthew G.<br>Summers, Tobey M. Daluz, Laurel D.<br>Roglen, Chantelle D. McClamb                         | 919 N. Market Street               | 11th Floor         | Wilmington         | DE    | 19801       | heilmanl@ballardspahr.com;<br>summersm@ballardspahr.com;<br>daluzt@ballardspahr.com;<br>roglenl@ballardspahr.com;<br>mcclambc@ballardspahr.com   | Email and First Class Mail |
| Ballard Spahr LLP                                   | Attn: Paul E. Harner  | 1675 Broadway                      | 19th Floor         | New York           | NY    | 10019-5820  | harnerp@ballardspahr.com;  | Email and First Class Mail |
| Ballard Spahr LLP                                   | Attn: Alyssa E. Kutner  |                                    |                    |                    |       |             | kutnera@ballardspahr.com   | Email                      |
| Office of The United States Trustee for<br>Region 2 | Attn: Paul Schwartzberg, Richard<br>Morrissey   |                                    |                    |                    |       |             | richard.morrissey@usdoj.gov;<br>paul.schwartzberg@usdoj.gov  | Email                      |
| Sears Holding Corporation                           | Attn: Stephen Sitley Esq., Luke J.<br>Valentino, Esq., Rob Riecker  | 3333 Beverly Road                  |                    | Hoffman<br>Estates | IL    | 60179       | rob.riecker@searshc.com;<br>luke.valentino@searshc.com   | Email and First Class Mail |
| Skadden, Arps, Slate, Meagher & Flom<br>LLP         | Attn: Paul Leake, Esq., Shana Elberg, Esq.  |                                    |                    |                    |       |             | Paul.Leake@skadden.com;<br>Shana.Elberg@skadden.com  | Email                      |
| Weil, Gotshal & Manges LLP                          | Attn: Ray C. Schrock, P.C., Jacqueline<br>Marcus, Garrett A. Fail, Sunny Singh,<br>Jared R. Friedmann, Jessie B. Mishkin,<br>Esq. |                                    |                    |                    |       |             | ray.schrock@weil.com;<br>garrett.fail@weil.com;<br>jacqueline.marcus@weil.com;<br>sunny.singh@weil.com;<br>JeriLeigh.Miller@weil.com;<br>jessica.liou@weil.com;<br>Paloma.VanGroll@weil.com;<br>Jared.Friedmann@weil.com;<br>Jessie.Mishkin@weil.com | Email                      |

**Exhibit B**

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## Exhibit B

*De Minimis* Service List  
Served as set forth below

| NAME  | NOTICE NAME   | ADDRESS 1                  | CITY     | STATE | POSTAL CODE | EMAIL  | METHOD OF SERVICE          |
|---|---|----------------------------|----------|-------|-------------|--|----------------------------|
| Akin Gump Strauss Hauer & Feld LLP                  | Attn: Ira S. Dizengoff, Philip C. Dublin,<br>Abid Qureshi, Sara L. Brauner  | One Bryant Park            | New York | NY    | 10036       | idizengoff@akingump.com<br>pdublin@akingump.com<br>aqureshi@akingump.com<br>sbrauner@akingump.com  | Email and First Class Mail |
| Choate, Hall & Stewart LLP                          | Attn: Kevin J. Simard, Jonathan D.<br>Marshall  | Two International Place    | Boston   | MA    | 02110       | ksimard@choate.com<br>jmarshall@choate.com   | Email and First Class Mail |
| Herrick, Feinstein LLP                              | Attn: Sean E. O'Donnell, Stephen B.<br>Selbst, Steven B. Smith, Michelle M.<br>Sekowski, Kyle J. Kolb, Christopher W.<br>Carty, Jason A. D'Angelo | 2 Park Avenue              | New York | NY    | 10016       | sodonnell@herrick.com<br>sselbst@herrick.com<br>ssmith@herrick.com<br>msekowski@herrick.com<br>CCarty@herrick.com<br>JDAngelo@herrick.com<br>KKolb@herrick.com | Email and First Class Mail |
| Moritt Hock & Hamroff LLP                           | Attn: James P. Chou, Ted A. Berkowitz<br>& Danielle J. Marlow   | 1407 Broadway - 39th Floor | New York | NY    | 10018       | jchou@moritthock.com<br>tberkowitz@moritthock.com<br>dmarlow@moritthock.com  | Email and First Class Mail |
| Office of The United States Trustee<br>for Region 2 | Attn: Paul Schwartzberg, Richard<br>Morrissey   |                            |          |       |             | richard.morrissey@usdoj.gov<br>paul.schwartzberg@usdoj.gov   | Email                      |
| OSTEGO REALTY, LLC                                  | OSTEGO REALTY, LLC  |                            |          |       |             | Jay@rjblock.net  | Email                      |
| Seyfarth Shaw LLP                                   | Attn: Edward M. Fox, Steven Paradise  | 620 8th Avenue             | New York | NY    | 10018       | emfox@seyfarth.com<br>sparadise@seyfarth.com   | Email and First Class Mail |
| Silberberg & Kirschner LLP                          | Silberberg & Kirschner LLP  |                            |          |       |             | Uri@skllp.com  | Email                      |
| Skadden, Arps, Slate, Meagher & Flom<br>LLP         | Attn: Paul Leake, Esq., Shana Elberg,<br>Esq., and George R. Howard, Esq.   | 4 Times Square             | New York | NY    | 10036       | Paul.Leake@skadden.com<br>Shana.Elberg@skadden.com<br>George.Howard@skadden.com  | Email and First Class Mail |